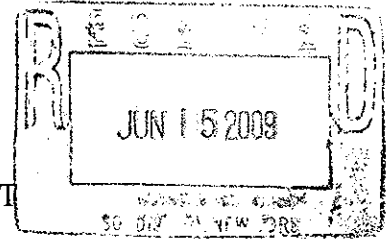


Objection Deadline: June 15, 2009

Rick Zucker  
Assistant General Counsel  
Laclede Gas Company  
Tel. 314-342-0533  
Fax. 314-421-1979  
Attorney for Laclede Gas Company

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK



In re  
General Motors Corp., et al.

Chapter 11  
Case No. 09-50026 (REG)  
(Jointly Administered)

Debtors.

**OBJECTION OF LACLEDE GAS COMPANY  
TO THE CURE AMOUNTS FOR THE PROPOSED ASSUMPTION AND  
ASSIGNMENT OF ITS EXECUTORY CONTRACTS**

Laclede Gas Company ("Laclede") hereby objects ("Objection") to the Cure Amounts for two executory contracts associated with two Notices of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto dated June 5, 2009 ("Notices"). Laclede objects on the basis that no cure amounts are listed for these contracts although the Debtor has outstanding pre-petition debts with Laclede under the contracts. In support of its Objection, Laclede respectfully states as follows:

**Background**

1. On June 1, 2009 ("Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code ("Bankruptcy Code").
2. On June 1, 2009, GM also filed a motion seeking an order approving

bidding procedures for the sale of substantially all of the Debtors' assets, which included a procedure for the Debtors' assumption and assignment of executory contracts (Docket No. 92) ("Procedures Motion").

3. On June 2, 2009, the Court granted the Procedures Motion with respect to the sale procedures, including the procedure for assuming and assigning contracts to Vehicle Acquisition Holdings LLC ("VAH") or the ultimate purchaser of the Debtors' assets (Docket No. 274) ("Procedures Order"), which provided for sending a notice advising a contract counterparty that it was party to an Assumable Executory Contracts and the proposed Cure Amount related thereto.

4. On June 11, 2009, Laclede received the Notices dated June 5, 2009 provided for in the Procedures Order. Pursuant to the Notices, parties have ten days from the date of the Notice to object to the assumption and assignment of any Assumable Executory Contract or to the Cure Amount proposed to be paid with respect thereto.

5. Attached to the Notices was a user identification number and password to be used by Laclede on the specified website ("Web Site") to view which contracts have been designated an Assumable Executory Contract by the Debtors and the Cure Amount with respect to such contracts.

6. As of the date hereof, the Web Site designates both of Laclede's contracts as "Noticed," but does not include any information on the contracts, nor a proposed Cure Amount. Laclede asserts that GM owes uncured pre-petition debts to Laclede under both contracts totalling approximately \$14,000.

7. Laclede reserves its right to amend this Objection to include any additional facts as may be determined by its further investigation of the Notices and Web Site.

8. Any reply to this Objection should be served upon Laclede Gas Company, 720 Olive Street, 15<sup>th</sup> Floor, St. Louis, MO 63101, Attn: Rick Zucker.

**Memorandum of Law**


9. Because the legal points and authorities upon which Laclede relies for purposes of this Objection are incorporated into the Objection, Laclede respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law.

**Conclusion**

WHEREFORE, Laclede respectfully requests that the Court enter an Order (a) sustaining this Objection in its entirety and finding for Laclede with respect to the Cure Amounts, and (b) providing Laclede with such other and further relief as is appropriate.

Dated: June 12, 2009  
St. Louis, Missouri

Respectfully submitted,



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Rick E. Zucker, Mo. Bar #49211  
Assistant General Counsel  
Laclede Gas Company  
720 Olive Street, Room 1520  
St. Louis, MO 63101  
Telephone: (314) 342-0532  
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Email: rzucker@lacledegas.com

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re  
General Motors Corp., et al.

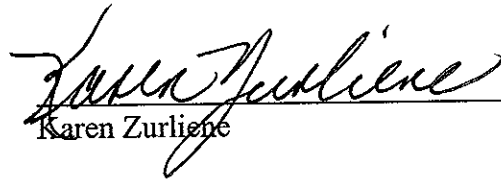
Debtors.

Chapter 11  
Case No. 09-50026 (REG)  
(Jointly Administered)

**CERTIFICATE OF SERVICE**

I, Karen Zurliene, being at all times over 18 years of age, hereby certify that a true and correct copy of the Objection of Laclede Gas Company to the Cure Amounts for the Assumption and Assignment of Its Executory Contracts was caused to be served by overnight mail to the parties so indicated on the service list below.

Dated: June 12, 2009  
St. Louis, Missouri

  
Karen Zurliene

General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025  
Attn: Warren Command Center  
Mailcode 480-206-114

Vedder Price, P.C.  
1633 Broadway, 47th Floor  
New York, NY 10019  
Attn: Michael J. Edelman, Esq.  
Michael L. Schein, Esq.

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Harvey R. Miller, Esq., Stephen  
Karotkin, Esq. and Joseph H. Smolinsky, Esq.

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Diana G. Adams, Esq.

U.S. Treasury  
1500 Pennsylvania Avenue NW  
Room 2312  
Washington, DC 20220  
Attn: Matthew Feldman, Esq.

Miller, Johnson, Snell & Cumminskey, PLC  
250 Monroe Avenue, N.W., Suite 800  
Grand Rapids, MI 49503  
Attn: Robert D. Wolford, Esq.

Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
Attn: John J. Rapisardi, Esq.